

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
WICHITA FALLS DIVISION**

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FRANCISCAN ALLIANCE, INC., <i>et al.</i> ,	)	
	)	
	)	
<i>Plaintiffs,</i>	)	Case No. 7:16-cv-00108-O
	)	
v.	)	
	)	
XAVIER BECERRA, Secretary of Health and Human Services, <i>et al.</i> ,	)	
	)	
	)	
<i>Defendants.</i>	)	
	)	

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**DECLARATION OF BRADLEY P. HUMPHREYS**

1. My name is Bradley Humphreys. I am over the age of 18 and have personal knowledge of the contents of this declaration.
2. I am a Trial Attorney at the U.S. Department of Justice in the Federal Programs Branch of the Civil Division. I have been counsel for Defendants in the above-captioned matter since June 2019. I offer this declaration in support of Defendants' response to Plaintiffs' Motion for Award of Attorney's Fees and Expenses.
3. I have personally reviewed the Declaration of Luke W. Goodrich of the Becket Fund for Religious Liberty ("Becket Fund") and the accompanying exhibits, including Exhibit 1-C, which includes the Becket Fund's billing entries.
4. Exhibit A-1 includes a table with Defendants' proposed fee rates by relevant year for the Becket Fund attorneys involved in this litigation.

5. Based on my review of the Becket Fund’s billing entries, my personal involvement in the case, and my review of the filings on the dockets in this Court and in the Fifth Circuit, I have identified the Becket Fund billing entries that appear—given the description and timing of the billing entries—to relate to (a) work performed by the Becket Fund related to filings and arguments made by River City Gender Alliance and the American Civil Liberties Union (together “Intervenors”); (b) work performed by the Becket fund related to Plaintiffs’ January 17, 2020 Motion to Set Deadline for Filing Petition for Fees and Expenses; and (c) work performed on Plaintiffs’ requests for deadline extensions.

6. Exhibit A-2 includes the excerpted billing entries that Defendants believe reflect work performed related to filings and arguments made by the Intervenors.

7. Exhibit A-3 includes the excerpted billing entries that Defendants believe reflect work performed related to Plaintiffs’ January 17, 2020 Motion to Set Deadline for Filing Petition for Fees and Expenses.

8. Exhibit A-4 includes the excerpted billing entries that Defendants belief reflect work performed related to Plaintiffs’ requests for deadline extensions.

9. Exhibit A-5 includes the excerpted billing entries that Defendants believe have been impermissibly “block” billed. Defendants have exercised discretion in excerpting these entries and included only such entries that they believe provide insufficient detail to evaluate the reasonableness of the hours billed.

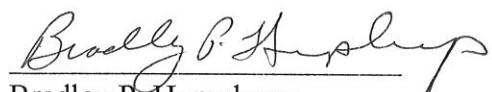
10. I have also reviewed the Becket Fund’s billing records to identify the billing entries that appear to relate to the work Becket Fund personnel did to prepare their Motion for Award of Attorney’s Fees and Expenses, including related research and communications with Defendants

regarding fees. Exhibit A-6 includes the excerpted billing entries that Defendants believe reflect that work.

11. Exhibit A-7 is a summary of Defendants' calculations of what Defendants consider to be the maximum reasonable fee award in this case.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: January 18, 2023

  
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Bradley P. Humphreys

## **Exhibit A-1**

## **Defendants' Proposed Lodestar Rates**

## **Exhibit A-2**

### Entries Related to Intervenors' Participation and Arguments

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
10/3/2016	Chelise Fox	Proofread and revise motion for extension of time to file response.	1
10/3/2016	Darlene Calandra	Cite check Motion for Extension.	1.5
10/5/2016	Luke Goodrich	draft reply ISO extension motion	1
10/6/2016	Luke Goodrich	revise reply ISO motion for extension	0.2
10/6/2016	Luke Goodrich	finalize and file reply ISO extension motion	0.3
10/24/2016	Luke Goodrich	review ACLU motion to stay; outline response	0.9
10/24/2016	Mark Rienzi	research re stay	2
10/24/2016	Stephanie Barclay	Research on ACLU motion to stay	6.2
10/25/2016	Luke Goodrich	call w M Rienzi and S Barclay re motion to stay	0.5
10/25/2016	Luke Goodrich	research response to motion to stay	1.6
10/26/2016	Mark Rienzi	calls and research regarding DOJ proposal and confer with client re same (2.0); review and finalize ACLU response (2.5)	2.5
10/26/2016	Luke Goodrich	revise response to ACLU motion to stay	0.8
10/26/2016	Luke Goodrich	draft and revise response to ACLU stay motion	1.3
10/26/2016	Luke Goodrich	draft response to ACLU motion to stay	3.4
10/27/2016	Lori Windham	Discussion re: response to ACLU filing	0.3
10/28/2016	Mark Rienzi	confer with team and finalize ACLU response (2.0); research and confer with team re HHS proposal (1.0)	2
10/28/2016	Stephanie Barclay	Worked on editing and finalizing response to ACLU and filed the response.	7

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
10/28/2016	Chelise Fox	Proofread, revise, and file Response to ACLU Stay Motion.	1.5
10/28/2016	Darlene Calandra	Update Share Point files; prepare draft Response to ACLU Motion to Stay for S. Barclay	0.75
11/1/2016	Darlene Calandra	Update Share Point files; prepare draft Response to ACLU Motion to Stay for S. Barclay	0.5
11/21/2016	Stephanie Barclay	Reviewed reply filed by ACLU	0.9
11/24/2016	Stephanie Barclay	Reviewed ACLU amicus brief.	2
11/25/2016	Stephanie Barclay	Reviewed ACLU's amicus brief and typed notes; (1); team call to discuss next steps and strategy (1.5)	2.5
1/9/2017	Luke Goodrich	review ACLU motion and research response	1.6
1/10/2017	Luke Goodrich	outline response to ACLU motion	0.2
1/10/2017	Luke Goodrich	call w TX re ACLU motion	1.1
1/11/2017	Stephanie Barclay	Worked on response to ACLU.	4.5
1/13/2017	Luke Goodrich	call w TX re ACLU motion	0.5
1/13/2017	Luke Goodrich	research and draft response to ACLU motion	2.7
1/13/2017	Stephanie Barclay	Research regarding ACLU standing.	1.4
1/13/2017	Stephanie Barclay	Reviewed, revised draft of response to ACLU Luke circulated.	2.4
1/14/2017	Luke Goodrich	revise ACLU response	0.7
1/17/2017	Diana Thomson	reviewing government response to ACLU motion	0.2
1/17/2017	Luke Goodrich	review DOJ response to ACLU	0.1
1/17/2017	Luke Goodrich	finalize response to ACLU motion	1.4

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
1/17/2017	Stephanie Barclay	Helped finalize the response to ACLU filing.	2.1
1/19/2017	Luke Goodrich	review ACLU reply	0.3
1/31/2017	Luke Goodrich	research for ACLU response	1
1/31/2017	Luke Goodrich	call w M Rienzi re ACLU response	0.1
1/31/2017	Luke Goodrich	call w cocounsel re ACLU response	0.2
2/2/2017	Luke Goodrich	research and draft response to ACLU	3.7
2/2/2017	Diana Thomson	research re: ACLU appeal	0.6
2/3/2017	Diana Thomson	research and draft motion to dismiss ACLU appeal	4.7
2/3/2017	Luke Goodrich	research and revise response to ACLU	2
2/6/2017	Diana Thomson	working on motion to dismiss appeal	3.8
2/6/2017	Lori Windham	Research client question, discussion re: appeal	0.7
2/6/2017	Luke Goodrich	revise ACLU response	0.4
2/7/2017	Chelise Fox	Proofread Franciscan response.	2.7
2/7/2017	Diana Thomson	research and draft motion to dismiss appeal	5.7
2/7/2017	Stephanie Barclay	revise response	0.2
2/8/2017	Stephanie Barclay	Called Luke to discuss next steps and corresponded with team re ACLU appeals; researched procedural issues.	1
2/8/2017	Luke Goodrich	research appellate jurisdiction	0.8
2/8/2017	Luke Goodrich	finalize and file ACLU response	0.4
2/8/2017	Diana Thomson	working on motion to dismiss appeal	0.7

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
2/9/2017	Luke Goodrich	research and draft motion to dismiss appeal	3.6
2/9/2017	Diana Thomson	working on motion to dismiss for lack of jurisdiction	1.3
2/9/2017	Luke Goodrich	call w M Rienzi, S Barclay re appeal	0.7
2/9/2017	Stephanie Barclay	Reviewed CA5 order granting MTD in related case.	0.6
2/9/2017	Stephanie Barclay	Email and discussion with team regarding motion to dismiss ACLU's appeal.	3.4
2/10/2017	Stephanie Barclay	Worked on motion to dismiss and discussed next steps with team.	9
2/10/2017	Luke Goodrich	review ACLU stay motion	0.4
2/10/2017	Diana Thomson	working on motion to dismiss	0.4
2/12/2017	Mark Rienzi	work on CA5 motion	0.5
2/13/2017	Darlene Calandra	Revise, edit, and cite check Fifth Circuit Motion to Dismiss ACLU Appeal; discuss with L. Goodrich and S. Barclay.	1.5
2/13/2017	Lori Windham	Discussion re motion response	0.3
2/13/2017	Luke Goodrich	revise extension motion	0.2
2/13/2017	Luke Goodrich	research, draft, and revise motion to dismiss ACLU appeal	4.8
2/13/2017	Chelise Fox	Reviewed (proofread, etc.) Mot to Dismiss ACLU Appeal.	1.5
2/13/2017	Diana Thomson	working on motion to dismiss	0.5
2/13/2017	Mark Rienzi	work on brief and calls re same	1
2/13/2017	Stephanie Barclay	Responded to Luke's questions and provided additional research.	0.4
2/13/2017	Stephanie Barclay	Discussed MTD and response to motion to Stay with Luke and discussed citations with paralegals.	0.6

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
2/13/2017	Stephanie Barclay	Responded to Luke's question about standing and performed additional research.	2.1
2/13/2017	Stephanie Barclay	Worked on motion to dismiss.	0.2
2/13/2017	Stephanie Barclay	Revised motion to dismiss and plugged in missing cites.	1.2
2/14/2017	Stephanie Barclay	Reviewed TX motion for extension of time and ACLU motion to stay and began work on drafting response to ACLU.	1.9
2/14/2017	Luke Goodrich	draft response to ACLU stay motion	0.5
2/14/2017	Luke Goodrich	review and revise motion to dismiss and extension motion	0.8
2/14/2017	Luke Goodrich	review and outline ACLU stay motion; research and outline response	1.9
2/14/2017	Luke Goodrich	call w Becket team to discuss ACLU stay motion and our response	0.3
2/14/2017	Darlene Calandra	Revise, edit, and cite check Fifth Circuit Motion to Dismiss ACLU Appeal; discuss with L. Goodrich and S. Barclay.	0.5
2/14/2017	Diana Thomson	response to motion to stay in 5th Circuit	0.5
2/14/2017	Diana Thomson	discussing response to ACLU motion to stay 5th Circuit injunction	0.8
2/14/2017	Mark Rienzi	discussion and emails re brief	0.5
2/14/2017	Stephanie Barclay	Revised response and researched cases.	0.6
2/15/2017	Elizabeth Dobak	Cite checked motion to dismiss, filled out appearance of counsel forms for Stephanie and Luke, retrieved ECF credentials for Stephanie, e-filed appearance forms for both attorneys	3
2/15/2017	Diana Thomson	working on 5th circuit response to motion to stay	9.3
2/15/2017	Luke Goodrich	revise extension motion	0.2
2/15/2017	Luke Goodrich	finalize and file MTD	0.9

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
2/15/2017	Luke Goodrich	draft stay response	2.6
2/15/2017	Luke Goodrich	revise and finalize motion to dismiss appeal	1.5
2/15/2017	Stephanie Barclay	Worked on drafting sections for response to ACLU.	3
2/15/2017	Lori Windham	Research and draft response to motion for stay	9
2/15/2017	Luke Goodrich	finalize motion to dismiss and motion for extension	1
2/15/2017	Stephanie Barclay	Revised motion to dismiss and researched ACLU filings.	4.1
2/16/2017	Luke Goodrich	draft response to stay motion	5.2
2/16/2017	Luke Goodrich	finalize and file extension motion	0.6
2/16/2017	Diana Thomson	oppo to ACLU motion to stay	2.9
2/16/2017	Lori Windham	Research and revise draft brief	2
2/16/2017	Stephanie Barclay	Worked on response to ACLU motion to stay PI.	2.1
2/17/2017	Mark Rienzi	work on brief (2.0); strategy call (.5)	2.5
2/17/2017	Luke Goodrich	draft and revise stay response	5.2
2/17/2017	Luke Goodrich	email memo re litigation strategy	1
2/24/2017	Diana Thomson	research re: 5th Circuit appeal	6.9
2/27/2017	Luke Goodrich	review and outline intervenors' response to MTD; research and outline reply	1.9
2/27/2017	Diana Thomson	research re 5th Circuit appeal	5.5
2/27/2017	Luke Goodrich	research re MTD reply	0.2
2/27/2017	Stephanie Barclay	Reviewed ACLU's motion to dismiss and did preliminary research.	1.9

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
2/27/2017	Stephanie Barclay	Researched questions regarding court jurisdiction and intervention.	6.2
2/28/2017	Diana Thomson	researching appeal	7.6
2/28/2017	Luke Goodrich	research and draft MTD reply	5.1
2/28/2017	Luke Goodrich	call w Becket attorneys re MTD reply	0.7
2/28/2017	Mark Rienzi	call re brief	0.5
3/1/2017	Stephanie Barclay	Strategy call and follow-up review and revision of reply to ACLU's response.	5.5
3/1/2017	Diana Thomson	research re: appeal	4.6
3/1/2017	Luke Goodrich	research and draft MTD reply	4
3/1/2017	Mark Rienzi	call with Texas (1.0); internal strategy discussions (.3); work on brief (1.0)	1
3/2/2017	Luke Goodrich	research and revise MTD reply	3.4
3/2/2017	Diana Thomson	reviewing reply to motion to dismiss appeal	1.8
3/2/2017	Stephanie Barclay	Revised reply to ACLU.	3.2
3/3/2017	Mark Rienzi	review brief	0.3
3/3/2017	Stephanie Barclay	Call with Luke re reply brief.	0.7
3/3/2017	Stephanie Barclay	Research for reply brief.	5.7
3/3/2017	Luke Goodrich	revise MTD reply	0.3
3/3/2017	Luke Goodrich	call w S Barclay to discuss MTD reply	0.7
3/5/2017	Luke Goodrich	revise MTD reply	0.5

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
3/6/2017	Darlene Calandra	Cite check, format, edit and proofread Reply in Support of Motion to Dismiss Appeal; discuss with E. Dobak, S. Barclay, L. Goodrich	3
3/6/2017	Stephanie Barclay	Worked on finalizing reply brief.	4.9
3/6/2017	Luke Goodrich	revise and finalize MTD reply	3.5
3/14/2017	Luke Goodrich	review motion for extension	0.1
3/15/2017	Stephanie Barclay	Reviewed extension motion.	0.4
3/15/2017	Stephanie Barclay	Reviewed final documents for filing.	0.5
3/15/2017	Luke Goodrich	finalize and file extension motion	1
3/28/2017	Stephanie Barclay	Discussed response to ACLU motion to stay with Luke and performed follow-up research for response.	1.3
3/28/2017	Lori Windham	Discussion via email re: appeal strategy	0.4
3/28/2017	Stephanie Barclay	Correspondence re ACLU request to separate appeal issues.	0.1
3/29/2017	Stephanie Barclay	Worked on drafting response to ACLU motion.	3.7
3/30/2017	Stephanie Barclay	Worked on drafting response to ACLU's motion.	4.1
3/31/2017	Stephanie Barclay	Worked on drafting response to ACLU.	4.6
3/31/2017	Stephanie Barclay	Revised response to ACLU.	1.8
4/4/2017	Stephanie Barclay	Worked on response to ACLU's motion to bifurcate.	5.2
4/5/2017	Stephanie Barclay	Revised draft response to ACLU motion to bifurcate.	0.5
4/5/2017	Stephanie Barclay	Discussed response to ACLU with Luke and revised.	0.6
4/5/2017	Lori Windham	Discussions re: motion	0.2

Date	Timekeeper	Description	Hours
4/7/2017	Darlene Calandra	Cite check, proofread, format and edit Response to Motion to Bifurcate and discuss with C. Fox, L. Goodrich, S. Barclay	2.5
4/7/2017	Luke Goodrich	finalize and file response to motion to bifurcate	0.6
4/7/2017	Stephanie Barclay	Revised response to ACLU and research on cited cases.	0.4
4/8/2017	Lori Windham	Review ACLU reply, discuss	0.3
4/10/2017	Stephanie Barclay	Reviewed ACLU motion, researched applicable case law, and responded to Luke's legal question re the motion.	1.8
4/10/2017	Luke Goodrich	review ACLU dist ct stay reply	0.2
4/11/2017	Luke Goodrich	draft 5th cir reply ISO motion to suspend briefing	1
4/11/2017	Lori Windham	Review reply & comment	0.5
4/11/2017	Stephanie Barclay	Call with Luke re ACLU motion and subsequent review of motion.	0.5
4/12/2017	Luke Goodrich	finalize 5th Cir reply ISO motion to suspend briefing	0.3
4/13/2017	Luke Goodrich	finalize 5th Cir reply ISO motion to suspend briefing	0.3
4/13/2017	Darlene Calandra	Cite check, proofread, format and edit 5th Cir Reply re Motion to Stay and discuss with C. Fox, L. Goodrich, S. Barclay	2.5
4/17/2017	Luke Goodrich	revise response to ACLU 5th Cir motion to stay PI pending appeal	1.8
4/18/2017	Chelise Fox	Created shell and made initial draft for motion for extension of time.	1.6
4/19/2017	Luke Goodrich	review motions and research appellate procedure	0.3
4/19/2017	Luke Goodrich	call clerk, email co-counsel re reply	0.3
4/19/2017	Lori Windham	Discussion via email re: motion	0.3

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
4/19/2017	Luke Goodrich	revise and send to co-counsel our draft extension request	0.2
4/19/2017	Stephanie Barclay	Reviewed docket and recent notice from court and discussed as team.	0.6
4/19/2017	Stephanie Barclay	Worked on motion for extension of time.	1.8
4/20/2017	Luke Goodrich	finalize and file extension motion	0.4
4/20/2017	Luke Goodrich	email opposing counsel re extension	0.1
4/20/2017	Stephanie Barclay	Correspondence regarding motion to extend.	0.6
4/20/2017	Stephanie Barclay	Revised response to ACLU motion to stay.	1
4/21/2017	Chelise Fox	Cite check 5th Cir. response to motion for stay of injunction.	4.3
4/24/2017	Luke Goodrich	review 5th cir extension order	0.1
4/24/2017	Luke Goodrich	research fifth circuit rules re stay	0.2
4/24/2017	Luke Goodrich	research 5th Cir rules	0.5
4/24/2017	Luke Goodrich	revise response to 5th Cir Motion to stay PI	1.9
6/19/2017	Luke Goodrich	finalize 5th Cir extension motion	0.2
12/14/2018	Luke Goodrich	call w M Rienzi re briefing schedule	0.1
12/14/2018	Luke Goodrich	call w J Block re ACLU re briefing schedule; email co-counsel	0.2
4/8/2019	Mark Rienzi	Review ACLU brief	1
4/8/2019	Luke Goodrich	review and craft response to ACLU MSJ opposition	1.5
4/9/2019	Joseph Davis	Prepared for and participated in telephone conference regarding reply in support of motion for summary judgment.	1.5
4/9/2019	Mark Rienzi	Review ACLU brief	0.5

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
4/9/2019	Mark Rienzi	Confer with team re strategy	0.8
4/9/2019	Luke Goodrich	research re MSJ reply	0.6
4/9/2019	Luke Goodrich	call w M Rienzi, E Rassbach, L Windham, D Verm, S Barclay, and J Davis re MSJ strategy	0.7
4/10/2019	Luke Goodrich	research and draft MSJ reply	3.5
4/11/2019	Luke Goodrich	draft memo to clients re MSJ	0.4
4/12/2019	Luke Goodrich	finalize and email memo to client re MSJ	0.4
4/12/2019	Luke Goodrich	revise MSJ reply outline	0.1
4/15/2019	Luke Goodrich	call w J Davis to plan reply drafting	0.1
4/15/2019	Luke Goodrich	draft MSJ reply	0.4
4/16/2019	Luke Goodrich	research and draft MSJ reply	5.4
4/17/2019	Luke Goodrich	research and draft MSJ reply	4
4/18/2019	Joseph Davis	Performed research for and drafted reply in support of motion for summary judgment.	9.4
4/18/2019	Luke Goodrich	draft MSJ reply	2.7
4/19/2019	Joseph Davis	Performed research regarding standing section of reply in support of summary judgment and drafted that section.	0.8
4/22/2019	Joseph Davis	Performed research for and drafted reply in support of motion for summary judgment.	4
4/23/2019	Joseph Davis	Performed research for and drafted reply in support of motion for summary judgment.	4.8
4/23/2019	Luke Goodrich	draft and revise MSJ reply	5.8
4/24/2019	Luke Goodrich	call w J Davis re MSJ reply	0.1

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
4/24/2019	Luke Goodrich	research and revise reply	2.8
4/25/2019	Luke Goodrich	revise MSJ reply	0.5
4/26/2019	Joseph Davis	Performed research for and revised reply in support of summary judgment in light of comments from Luke Goodrich.	3.5
4/29/2019	Joseph Davis	Performed research for and drafted Free Exercise portion of reply in support of motion for summary judgment.	1.8
4/29/2019	Luke Goodrich	revise MSJ reply	1.1
4/30/2019	Joseph Davis	Performed research for, drafted, and revised reply in support of motion for summary judgment.	5.7
4/30/2019	Luke Goodrich	revise MSJ reply	3.4
4/30/2019	Mark Rienzi	Review and comment on reply brief	1.5
5/1/2019	Joseph Davis	Performed research for, revised, and drafted reply in support of motion for summary judgment in light of comments from Luke Goodrich.	3
5/1/2019	Joseph Davis	Performed research regarding interpretation of termination-of-pregnancy provision.	3.1
5/1/2019	Joseph Davis	Performed research regarding nationwide injunctions, for purposes of drafting reply in support of motion for summary judgment.	1.4
5/1/2019	Luke Goodrich	revise MSJ reply	5.2
5/1/2019	Luke Goodrich	call w J Davis re MSJ reply	0.1
5/2/2019	Joseph Davis	Performed research for, drafted, and revised reply in support of motion for summary judgment.	4.4
5/2/2019	Megan Schilling	Cite check Reply in support of Motion for Summary Judgment	4

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
5/2/2019	Darlene Calandra	Cite check, proofread, format and edit Reply Brief; discuss with Goodrich and paralegals	5
5/2/2019	Jennifer Montazzoli	Cite checked reply in support of MSJ	5.5
5/2/2019	Luke Goodrich	revise msj reply	1.1
5/3/2019	Megan Schilling	Cite check Reply ISO Renewed Motion for SJ, run TOA, complete page check; prepare for filing	3.5
5/3/2019	Joseph Davis	Reviewed and revised draft reply in support of summary judgment in light of cite-check and additional comments from Luke Goodrich.	2.4
5/3/2019	Joseph Davis	Revised, proofread, and finalized for filing reply in support of motion for summary judgment.	3.8
5/3/2019	Darlene Calandra	Cite check, proofread, format and edit Reply Brief; discuss with Goodrich and paralegals	1.5
5/3/2019	Jennifer Montazzoli	Cite checked reply in support of MSJ	2.5
5/3/2019	Luke Goodrich	revise MSJ Reply	1.2
5/10/2019	Luke Goodrich	send reply brief to clients	0.1
5/15/2019	Mark Rienzi	Call with client re next steps	0.2
8/7/2019	Luke Goodrich	discuss w M Rienzi, research, and draft memo updating clients re supplemental brief	1.5
8/7/2019	Mark Rienzi	Review order, confer with team and co-counsel, confer with client re brief	1
8/7/2019	Joseph Davis	Prepared for and participated in phone call with Luke Goodrich and Lori Windham regarding supplemental-briefing order.	0.2
8/7/2019	Joseph Davis	Reviewed and performed research regarding supplemental briefing notice.	0.6

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
8/7/2019	Luke Goodrich	call w M Rienzi and co-counsel re supplemental brief	0.3
8/7/2019	Luke Goodrich	call w M Rienzi re briefing order	0.4
8/7/2019	Luke Goodrich	call w L Windham and J Davis re supplemental brief	0.7
8/9/2019	Joseph Davis	Performed research for and drafted brief regarding court's supplemental-briefing order and revised in light of comments from Luke Goodrich.	5.2
8/9/2019	Luke Goodrich	further revise supplemental brief	0.8
8/9/2019	Luke Goodrich	calls and research to revise supplemental brief	2
8/9/2019	Luke Goodrich	call w M Rienzi re supp br	0.2
8/9/2019	Mark Rienzi	Confer with team and client and review draft brief on standing	0.8
8/12/2019	Darlene Calandra	Cite check, proofread, format and edit Supplemental Brief on Standing; discuss with J. Montazzoli, J. Davis and L. Goodrich	1
8/12/2019	Jennifer Montazzoli	Cite check Supplemental Brief on Standing	1
8/12/2019	Joseph Davis	Reviewed and incorporated suggestions into supplemental brief regarding Town of Chester case.	1.7
8/12/2019	Joseph Davis	Finalized and prepared for filing supplemental brief ordered by court.	3
8/12/2019	Luke Goodrich	review and revise supp br	0.3
8/12/2019	Luke Goodrich	email clients re supp br	0.4
9/10/2019	Joseph Davis	Received and reviewed order setting hearing and corresponded with litigation team regarding the same.	1.1

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
9/13/2019	Darlene Calandra	Prepare Oral Argument binders; discuss with J. Davis and L. Goodrich; update electronic docket and Share Point files	1.75
1/22/2020	Joseph Davis	Corresponded with Mark Rienzi and Luke Goodrich regarding response to email from counsel for ACLU.	0.3
1/22/2020	Mark Rienzi	Discussions re strategy for responding to ACLU	0.3
4/12/2021	Joseph Davis	Received and reviewed ACLU's response to 28(j).	0.2
4/12/2021	Luke Goodrich	review ACLU 28(j) response	0.1
6/7/2021	Daniel Chen	Read government and ACLU briefs (1.0); research case law on issues (1.0)	2
<b>Total Hours:</b>			<b>462.3</b>

## **Exhibit A-3**

**Entries Related to Plaintiffs' Motion to Set Deadline for Filing  
Petition for Fees and Expenses**

Date	Timekeeper	Description	Hours
1/13/2020	Joseph Davis	Performed research regarding due date for seeking attorneys' fees.	4.1
1/13/2020	Luke Goodrich	review and discuss w J Davis memo re atty's fees	0.3
1/14/2020	Joseph Davis	Performed research regarding due date for seeking attorney's fees.	5.1
1/14/2020	Luke Goodrich	Correspondence w J Davis re attorney's fees	0.2
1/15/2020	Joseph Davis	Performed research for and drafted motion to set deadline for motion for attorney's fees.	7.5
1/16/2020	Joseph Davis	Performed research for, drafted, and revised motion to set deadline for filing of fee petition in light of comments from Luke Goodrich.	1.8
1/16/2020	Joseph Davis	Performed research for and drafted background section of motion to set deadline for filing of fee petition.	3.4
1/16/2020	Joseph Davis	Corresponded with counsel for the defendants regarding motion to set deadline for filing of fee petition.	0.6
1/16/2020	Luke Goodrich	revise fee motion	0.4
1/16/2020	Luke Goodrich	correspondence re timing of fees and possible appeal	0.5
1/16/2020	Luke Goodrich	review and revise motion re timing of fees	0.8
1/17/2020	Darlene Calandra	Cite check, proofread, format and edit Motion to Set Deadlines for Fees; discuss with J. Davis and paralegals.	2.5
1/17/2020	Joseph Davis	Performed research for and drafted motion to set deadline for filing of fee petition in light of comments from Luke Goodrich.	2.3
1/17/2020	Joseph Davis	Revised, proofread, and finalized motion to set deadline for seeking attorneys' fees in preparation for filing.	4.2

Date	Timekeeper	Description	Hours
1/17/2020	Luke Goodrich	research, revise, proof, and finalize motion to set deadline on fees	4.1
2/7/2020	Joseph Davis	Received and reviewed government's response to fee motion and corresponded with case team regarding the same.	0.4
2/10/2020	Luke Goodrich	review US response on motion re fees; outline reply	1.5
2/13/2020	Joseph Davis	Performed research for and drafted outline of reply in support of motion to set deadline for filing of motion seeking attorneys' fees.	0.6
2/13/2020	Joseph Davis	Performed research for and drafted reply in support of motion to set deadline for filing of fee petition.	0.9
2/13/2020	Joseph Davis	Performed research for and drafted reply in support of motion to set deadline for filing of fee petition.	2.5
2/13/2020	Luke Goodrich	research re fee reply and review fee reply outline	0.3
2/14/2020	Joseph Davis	Performed research for and drafted reply in support of motion to set deadline for filing of fee petition.	5.4
2/18/2020	Luke Goodrich	research and revise reply re fees	5.5
2/19/2020	Joseph Davis	Performed research for and drafted reply in support of motion to set deadline for filing of fee petition in light of comments from Luke Goodrich.	4.7
2/20/2020	Joseph Davis	Corresponded with paralegals regarding cite check.	0.1
2/20/2020	Joseph Davis	Performed research for, drafted, and revised reply in support of motion to set briefing schedule for fee petition in light of additional comments from Luke Goodrich.	2.8
2/20/2020	Luke Goodrich	revise reply re fees	1.4

Date	Timekeeper	Description	Hours
2/21/2020	Darlene Calandra	Cite check, proofread, format and edit Reply in Support of Motion to Set Deadline for Fees and discuss with J. Davis and paralegals.	2
2/21/2020	Hilary Boerger	Review, cite check and proofread Reply brief	3.5
2/21/2020	Joseph Davis	Performed research for, drafted, and revised reply in support of motion to set briefing schedule for fee petition.	5.5
2/21/2020	Luke Goodrich	revise, finalize, and file reply re fees	1.3
4/21/2020	Luke Goodrich	review order on motion to set deadline for attorneys' fees	0.4
<b>Total Hours:</b>			<b>76.6</b>

## **Exhibit A-4**

### Entries Related to Plaintiffs' Requests to Extend Deadlines

Date	Timekeeper	Description	Hours
9/26/2016	Luke Goodrich	research and revise motion for extension	1
11/21/2016	Chelise Fox	Make initial shell documents and drafts for opp to mot for time extension, mot to extend time and page limit in PI reply.	1
11/22/2016	Stephanie Barclay	Worked on preparing motion for additional time and page limits.	0.8
11/28/2016	Luke Goodrich	finalize PI extension motion	0.2
4/13/2022	Joseph Davis	Prepared request for Level 1 extension.	0.2
4/14/2022	Joseph Davis	Drafted request for Level 1 extension and corresponded with case team regarding the same.	1
5/12/2022	Megan Schilling	Create shell for motion for extension of time for CA5	0.3
5/13/2022	Joseph Davis	Reviewed and revised draft extension motion prepared by Daniel Chen.	1.1
5/16/2022	Daniel Chen	Revise and edit motion for extension of time.	1.3
5/16/2022	Joseph Davis	Reviewed and revised extension motion prepared by Daniel Chen.	0.5
5/16/2022	Joseph Davis	Drafted email for opposing counsel regarding extension.	0.5
5/16/2022	Zachary Novak	Created shell draft for motion for extension of time, sent to attorneys for review.	0.8
5/17/2022	Joseph Davis	Finalized and filed extension motion for appellees' brief.	2
3/16/2020	Joseph Davis	Performed research regarding extension request.	0.6
3/16/2020	Mark Rienzi	Confer with team re extension request and calling court	0.2

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
3/17/2020	Hilary Boerger	Prepare shell of letter to file on the docket and revise with attorney changes	1
3/17/2020	Joseph Davis	Prepared extension request on opening brief.	1.6
4/23/2020	Joseph Davis	Performed research and prepared extension request.	1.7
4/24/2020	Darlene Calandra	Prepare shell document, revise, and cite check Motion to Extension and discuss with J. Davis.	1.5
4/24/2020	Joseph Davis	Performed research for, drafted, and filed motion for extension of time to file appellate brief.	3.7
<b>Total Hours:</b>			<b>21.0</b>

## **Exhibit A-5**

**Block Billing Entries**

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
9/23/2016	Stephanie Barclay	Call with Amy to discuss strategy of letter; revised letter;	1.5
9/27/2016	Stephanie Barclay	Research and drafting of APA sections of summary judgment motion.	5.5
10/6/2016	Lori Windham	Work on RFRA section draft, discussion w/ LG on approach and strategy	6.7
10/11/2016	Lori Windham	Research and draft injunction sections and research for declarations	6.2
10/14/2016	Lori Windham	Email discussion re: complaint and declarations, review complaint, revise declarations	6.2
10/17/2016	Darlene Calandra	Conduct research re filing Motion for Summary Judgment and prepare and revise Appendix contents	1.5
10/17/2016	Stephanie Barclay	Worked on finalizing first amended complaint for filing and revising declarations.	6.6
10/17/2016	Lori Windham	Strategy discussion, client call, revise complaint and declarations, research	3.2
10/17/2016	Mark Rienzi	work on amended complaint and SJ briefing and confer with client and team re same	7.5
10/18/2016	Darlene Calandra	Cite check, proofread, edit and format Brief in Support of Motion for Summary Judgment.	7.5
10/18/2016	Stephanie Barclay	Reviewed revised declarations and discussed Franciscan medical views.	2.1

Date	Timekeeper	Description	Hours
10/18/2016	Mark Rienzi	work on SJ papers and confer with client and team re same	5.5
10/19/2016	Chelise Fox	Motion for Summary Judgment (declarations, formatting, research, cite check).	7
10/19/2016	Mark Rienzi	work on SJ filings and confer with team re same	5.5
10/20/2016	Chelise Fox	Cite check, proof, and revise MSJ and supporting documents.	8
10/20/2016	Darlene Calandra	Cite check, proofread, edit and format Brief in Support of Motion for Summary Judgment; discuss with C. Fox, E. Dobak and S. Barclay; assist with preparation of Appendix documents	1.75
10/20/2016	Stephanie Barclay	Spoke with doctors and worked on CMDA declarations.	9.5
10/20/2016	Lori Windham	Work on proposed order, evidentiary work for SJ motion	5.8
10/21/2016	Chelise Fox	Cite check, proof, and revise MSJ and supporting documents.	8.3
10/21/2016	Darlene Calandra	Cite check, proofread, edit and format Brief in Support of Motion for Summary Judgment; discuss with C. Fox, E. Dobak, S. Barclay, L. Goodrich; assist with preparation of Appendix to Motion for Summary Judgment.	7.25
11/7/2016	Lori Windham	Research and draft motion, strategy discussion via email	5.5
12/1/2016	Elizabeth Dobak	Cite checked reply and helped with other projects related to filing	8
12/2/2016	Elizabeth Dobak	Cite checked reply, checked and edited and updated tables, answered comments, completed various tasks for filing	7.5

Date	Timekeeper	Description	Hours
12/2/2016	Lori Windham	Revise declarations, review draft, revise, research and update standing argument	4
12/2/2016	Luke Goodrich	draft, revise, proof and file PI reply	6.7
12/15/2016	Lori Windham	Moot for oral argument, followup on admissions & OA	3
2/10/2017	Stephanie Barclay	Worked on motion to dismiss and discussed next steps with team.	9
2/14/2017	Stephanie Barclay	Reviewed TX motion for extension of time and ACLU motion to stay and began work on drafting response to ACLU.	1.9
2/15/2017	Elizabeth Dobak	Cite checked motion to dismiss, filled out appearance of counsel forms for Stephanie and Luke, retrieved ECF credentials for Stephanie, e-filed appearance forms for both attorneys	3
2/27/2017	Luke Goodrich	review and outline intervenors' response to MTD; research and outline reply	1.9
3/1/2017	Stephanie Barclay	Strategy call and follow-up review and revision of reply to ACLU's response.	5.5
3/6/2017	Darlene Calandra	Cite check, format, edit and proofread Reply in Support of Motion to Dismiss Appeal; discuss with E. Dobak, S. Barclay, L. Goodrich	3
3/13/2017	Darlene Calandra	Prepare and edit revised Appendix for Motion for Summary Judgment; discuss with L. Goodrich, C. Fox and S. Barclay	2.5
3/14/2017	Stephanie Barclay	Researched admin law remedies and worked on finalizing renewed summary judgment motion.	6
3/30/2017	Lori Windham	Strategy call, followup discussion, research on DOJ positions	2
4/10/2017	Stephanie Barclay	Reviewed ACLU motion, researched applicable case law, and responded to Luke's legal question re the motion.	1.8
1/22/2019	Joseph Davis	Performed research for and drafted motion for summary judgment.	4.3

Date	Timekeeper	Description	Hours
1/23/2019	Joseph Davis	Performed research for, drafted, and revised motion for summary judgment.	4.4
1/24/2019	Joseph Davis	Performed research for and drafted motion for summary judgment.	3.2
1/24/2019	Joseph Davis	Performed research for and drafted opposition to Defendants' motion to stay.	2.2
1/31/2019	Darlene Calandra	Prepare Rassbach Pro Hac application; sign up Rassbach for ECF; order COGS from DC; update Appendix for new Motion for Summary Judgment; discuss with Davis; review court rules	1.75
2/1/2019	Darlene Calandra	cite check, proofread, format and edit Brief in Support of Partial Summary Judgment; discuss with J. Davis, L. Goodrich and paralegals	4
2/4/2019	Darlene Calandra	Cite check, proofread, format and edit Brief in Support of Partial Summary Judgment; discuss with attorneys and paralegals; discuss Rassbach Pro Hac Motion with Rassbach and Davis; update Share Point files.	3.75
4/18/2019	Joseph Davis	Performed research for and drafted reply in support of motion for summary judgment.	9.4
4/22/2019	Joseph Davis	Performed research for and drafted reply in support of motion for summary judgment.	4
4/23/2019	Joseph Davis	Performed research for and drafted reply in support of motion for summary judgment.	4.8

Date	Timekeeper	Description	Hours
4/26/2019	Joseph Davis	Performed research for and revised reply in support of summary judgment in light of comments from Luke Goodrich.	3.5
4/29/2019	Joseph Davis	Performed research for and drafted Free Exercise portion of reply in support of motion for summary judgment.	1.8
4/30/2019	Joseph Davis	Performed research for, drafted, and revised reply in support of motion for summary judgment.	5.7
5/1/2019	Joseph Davis	Performed research for, revised, and drafted reply in support of motion for summary judgment in light of comments from Luke Goodrich.	3
5/2/2019	Joseph Davis	Performed research for, drafted, and revised reply in support of motion for summary judgment.	4.4
5/3/2019	Megan Schilling	Cite check Reply ISO Renewed Motion for SJ, run TOA, complete page check; prepare for filing	3.5
6/5/2019	Joseph Davis	Performed research for and drafted supplemental brief in support of motion for summary judgment.	3.1
6/5/2019	Luke Goodrich	research, draft, and revise supplemental brief	3.2
8/7/2019	Mark Rienzi	Review order, confer with team and co-counsel, confer with client re brief	1
8/9/2019	Joseph Davis	Performed research for and drafted brief regarding court's supplemental-briefing order and revised in light of comments from Luke Goodrich.	5.2

Date	Timekeeper	Description	Hours
1/17/2020	Darlene Calandra	Cite check, proofread, format and edit Motion to Set Deadlines for Fees; discuss with J. Davis and paralegals.	2.5
1/21/2020	Joseph Davis	Performed research for, drafted, and finalized appeal initiation documents.	3.5
9/21/2020	Joseph Davis	Performed research for, drafted, revised, and finalized opening brief in light of cite check and additional round of comments from Luke Goodrich.	8.5
12/2/2020	Daniel Chen	Discuss reply brief with Joseph Davis, research case law on vacatur and remand for injunctions, and begin drafting reply brief	4.7
12/10/2020	Joseph Davis	Performed research for, drafted, and revised reply brief.	4.9
12/11/2020	Zachary Novak	Conducted cite check to legal brief and made suggested edits, conducted second-level review to address consistency issues; updated docket in SP with additional filings.	4
12/11/2020	Joseph Davis	Drafted, revised, proofread, and finalized reply brief in advance of filing.	7.1
3/3/2021	Daniel Chen	Prepare for oral argument; listen to oral argument; debrief with team.	3.5
3/3/2021	Joseph Davis	Prepared for and participated in oral argument at Fifth Circuit.	4.8
5/14/2021	Megan Schilling	Cite check Pls Supplemental Brief on Remand; Perform page check; Draft email to chambers for word version of Proposed Order	3

Date	Timekeeper	Description	Hours
8/10/2021	Daniel Chen	Research questions regarding appellate jurisdiction and review district court opinion.	3.8
3/30/2022	Daniel Chen	Read HHS and ACLU briefing, research case law, and review record and prior briefing.	2.9
3/31/2022	Daniel Chen	Read briefing and record material, research caselaw, and outline responses to arguments.	4.6
5/12/2022	Daniel Chen	Draft motion for extension of time, review outline, and read defendants' briefing.	2.5
7/25/2022	Daniel Chen	Review new Section 1557 rule; review media and comms assets; discuss strategy with team.	3.5
<b>Total Hours:</b>			<b>324.4</b>

## **Exhibit A-6**

**Entries Related to Motion for Award of Attorney's Fees and Expenses**

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
9/12/2022	Joseph Davis	Performed research regarding deadline for seeking attorneys fees and corresponded with Luke Goodrich regarding the same.	1.00
9/15/2022	Joseph Davis	Corresponded with Luke Goodrich regarding fee issues.	0.60
9/16/2022	Joseph Davis	Performed research for and drafted motion to clarify deadline for filing fee petition.	1.90
9/16/2022	Joseph Davis	Performed research regarding fee issues.	0.70
10/11/2022	Luke Goodrich	prep hours for fee petition	0.40
10/13/2022	Luke Goodrich	review time entries for fee petition	0.60
10/13/2022	Luke Goodrich	review 700+ time entries for fee petition	2.90
10/14/2022	Luke Goodrich	review time records for fee petition	1.40
10/14/2022	Luke Goodrich	review time entries for fee petition	2.40
10/17/2022	Daniel Chen	Research fee petition case law in N.D. Tex.	2.30
10/17/2022	Luke Goodrich	research for fee petition	0.30
10/17/2022	Luke Goodrich	research re fee petition rates and local practice	0.60
10/18/2022	Daniel Chen	Research case law for fee petition	2.50
10/19/2022	Daniel Chen	Draft and research fee petition.	7.10
10/25/2022	Daniel Chen	Research fee petition case law and draft fee petition.	2.90
10/25/2022	Joseph Davis	Reviewed hours for purposes of fee petition.	0.50
10/25/2022	Luke Goodrich	research for fee petition	0.20
10/26/2022	Daniel Chen	Research case law for fee petition.	0.50
10/31/2022	Daniel Chen	Draft and research case law for fee petition.	0.60
11/1/2022	Daniel Chen	Legal research for fee petition.	0.40

Date	Timekeeper	Description	Hours
11/2/2022	Daniel Chen	Research case law to draft fee petition.	2.10
11/4/2022	Daniel Chen	Research cases for billing judgment and email with team regarding findings.	1.00
11/4/2022	Daniel Chen	Review billing records and entries for fee petition.	1.50
11/4/2022	Joseph Davis	Performed research regarding fee petition.	3.40
11/4/2022	Luke Goodrich	review time records to delete for billing judgment.	1.30
11/4/2022	Luke Goodrich	review hours and exercise billing judgment for fee petition	1.00
11/7/2022	Daniel Chen	Review paralegal hours for fee petition.	1.80
11/7/2022	Joseph Davis	Performed research regarding fee petition.	0.90
11/8/2022	Daniel Chen	Review and cut billing records for fee petition.	3.50
11/8/2022	Daniel Chen	Research case law on what fees are recoverable.	0.40
11/8/2022	Joseph Davis	Performed research regarding fee petition.	5.30
11/9/2022	Daniel Chen	Research case law and draft and revise fee petition.	3.90
11/9/2022	Joseph Davis	Performed research regarding fee petition.	0.30
11/10/2022	Joseph Davis	Reviewed and revised outline of fee petition.	0.80
11/17/2022	Daniel Chen	Research rates and draft requests for fee petition.	2.90
11/17/2022	Luke Goodrich	review memo on hourly rates	0.50
11/18/2022	Daniel Chen	Meeting with Robison to discuss fee petition and declaration.	0.30
11/28/2022	Daniel Chen	Review case law and draft fee petition supporting documents.	5.10

Date	Timekeeper	Description	Hours
11/28/2022	Joseph Davis	Performed research regarding fee issues.	0.10
11/29/2022	Daniel Chen	Fee petition case law research and drafting.	4.30
11/30/2022	Daniel Chen	Research case law for fee demand letter.	1.10
11/30/2022	Luke Goodrich	draft fee demand to DOJ	5.00
12/1/2022	Joseph Davis	Reviewed draft fee demand letter.	0.50
12/12/2022	Daniel Chen	Draft and revise fee petition and accompanying documents.	5.30
12/12/2022	Joseph Davis	Reviewed and revised draft declarations in support of fee petition.	0.60
12/13/2022	Daniel Chen	Draft and revise fee petition and accompanying documents.	6.70
12/14/2022	Daniel Chen	Draft and revise fee petition and accompanying documents.	6.50
12/14/2022	Joseph Davis	Performed research regarding fee petition.	0.30
12/15/2022	Daniel Chen	Draft and revise fee petition and accompanying documents.	7.10
12/15/2022	Luke Goodrich	prepare fee petition	0.60
12/16/2022	Daniel Chen	Draft and revise fee petition and accompanying documents.	2.70
12/16/2022	Joseph Davis	Reviewed and revised draft fee petition.	2.30
12/19/2022	Daniel Chen	Draft and revise fee petition and accompanying documents.	7.50
12/19/2022	Joseph Davis	Reviewed and revised fee petition and supporting exhibits.	2.30
12/19/2022	Luke Goodrich	revise and prepare fee petition	2.10
12/20/2022	Daniel Chen	Revise and edit fee petition and accompanying documents.	2.50
12/20/2022	Joseph Davis	revised fee petition and supporting exhibits	1.90
12/20/2022	Luke Goodrich	review hours, revise fee petition	1.10
12/20/2022	Luke Goodrich	draft declaration for fee petition	3.10

Date	Timekeeper	Description	Hours
12/20/2022	Luke Goodrich	revise fee petition and exhibits	3.70
12/20/2022	Luke Goodrich	revise fee docs	2.00
<b>Total Hours:</b>			<b>135.1</b>

## **Exhibit A-7**

### **Summary of Defendants' Calculation of Proposed Fee Award**

Total hours billed, excluding “fees-on-fees” entries (*i.e.*, total hours for all entries except those included in Exhibit A-6): 3100.8 hours

Plaintiffs’ total fee request, excluding “fees-on-fees” entries: \$2,240,605.00

Defendants’ proposed exclusions:

Entries related to work opposing Intervenors: 462.3 hours

Entries related to Plaintiffs’ Motion to Set Deadline for Filing Petition for Fees and Expenses: 76.6 hours

Entries related to Plaintiffs’ requests to extend deadlines: 21.0

Total hours billed, excluding “fees-on-fees” entries and minus Defendants’ proposed exclusions: 2540.9 hours (3100.8 – (462.3 + 76.6 + 21.0))

Total fees by timekeeper, excluding “fees-on-fees” entries, minus Defendants’ proposed exclusions, and calculated at Defendants’ proposed rates: \$1,304,936.50

Value of Defendants’ proposed 30 percent reduction of fees for APA claims: \$391,480.95 (\$1,315,766.00 \* .3)

Value of Defendants’ proposed 5 percent reduction of fees for block billing: \$65,246.83 (\$1,315,766.00 \* .05)

Defendants’ proposed total fee award, excluding “fees-on-fees” entries: \$848,208.72 (\$1,304,936.50 – (\$391,480.95 + \$65,246.83))

Defendants’ proposed total fee award, excluding “fees-on-fees” entries, as a percentage of Plaintiffs’ fee request: 37.86 percent (\$848,208.72 / \$2,240,605.00)

Total hours for “fees-on-fees” entries: 135.1

Plaintiffs’ total fee request for “fees-on-fees” entries: \$105,436

Defendants’ proposed total fee award for “fees-on-fees” entries: \$39,918.07 (\$105,436 \* 0.3786)

**DEFENDANTS’ PROPOSED TOTAL FEE AWARD: \$888,126.80<sup>1</sup>**

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<sup>1</sup> Defendants exported Plaintiffs’ counsel’s billing entries to a Microsoft Excel spreadsheet, which Defendants used to assist in the calculation of the above totals using the relevant billing rates by year. If having a native file version of that spreadsheet would assist in the Court’s evaluation of Plaintiffs’ fee request and Defendants’ arguments in response, Defendants would be willing to provide it to the Court upon request.